

EXECUTION COPY

MEMORANDUM OF SUBLEASE AGREEMENT

19498 -A

dated as of June 18, 1995

between

NEVADA CEMENT COMPANY

as Sublessee,

and

CENTEX CONSTRUCTION PRODUCTS, INC.

as Sublessor

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303
on June __, 1995 at __: __ .m.

MEMORANDUM OF SUBLEASE AGREEMENT

THIS MEMORANDUM OF SUBLEASE AGREEMENT is made and entered into as of June 28, 1995, by and between CENTEX CONSTRUCTION PRODUCTS, INC., a Delaware corporation ("Sublessor"), and NEVADA CEMENT COMPANY, a Nevada corporation ("Sublessee"), with reference to the following:

1. Sublessor has agreed to sublease to Sublessee, and Sublessee has agreed to sublease from Sublessor, 120 Trinity 115-ton twin covered hopper cars bearing reporting marks NVCX9500 through NVCX9619, inclusive, described in that certain Equipment Sublease Agreement, dated as of June 28, 1995 (the "Sublease"), between Sublessor and Sublessee.
2. The Sublease shall be effective as of the date hereof and shall be for a term of 10 years and any applicable renewal term.

This Memorandum of Sublease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Sublease Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Sublease Agreement to be executed as of the date first above written.

CENTEX CONSTRUCTION PRODUCTS, INC.

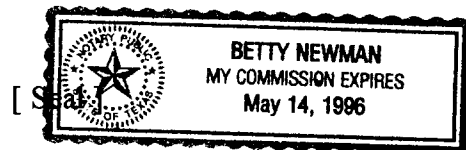
By: Richard D. Jones Jr.
Title: Executive Vice President + Chief Operating Officer

NEVADA CEMENT COMPANY

By: Arthur R. Zuehl
Title: President + Treasurer

STATE OF TEXAS)
)
CITY OF DALLAS) ss.

On this the 29th day of June, 1995 before me appeared Richard D. Jones Jr. the person who signed this instrument, who acknowledged that (s)he is the Executive V.P. Chief Operating Officer of CENTEX CONSTRUCTION PRODUCTS, INC. and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.



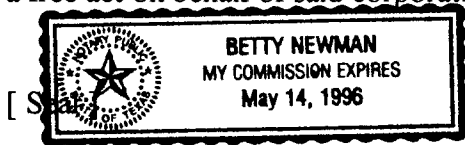
Betty Newman
Notary Public

My commission expires:

5/14/96

STATE OF TEXAS)
)
COUNTY OF DALLAS) ss.

On this the 28th day of June, 1995 before me appeared Arthur B. Zunker, Jr. the person who signed this instrument, who acknowledged that (s)he is the President + Treasurer of NEVADA CEMENT COMPANY and that being duly authorized (s)he signed such instrument as a free act on behalf of said corporation.



Betty Newman
Notary Public

My commission expires:

5/14/96

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dated as of June ___, 1995

between

NEVADA CEMENT COMPANY

as Sublessee,

and

CENTEX CONSTRUCTION PRODUCTS, INC.

as Sublessor

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PURSUANT TO 49 U.S.C. § 11303
on June ___, 1995 at __:__.m.**